

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§ § § § § §	Chapter 11
CORE SCIENTIFIC, INC., <i>et al.</i>, ²		Case No. 22-90341 (CML)
		(Jointly Administered)

**ORDER ESTABLISHING MAXIMUM DISPUTED
CLAIM AMOUNTS FOR CALCULATION AND DISTRIBUTION PURPOSES
UNDER DEBTORS' PROPOSED JOINT CHAPTER 11 PLAN OF REORGANIZATION**

Upon the emergency motion (the “**Motion**”)³ filed by the above-referenced debtors and debtors in possession (collectively, the “**Debtors**”) for entry of an order (the “**Order**”) approving the Maximum Disputed Amount of CUD Claims for Calculation Purposes and distribution pursuant to sections 105, 1123(a)(5) and 502(c) of the Bankruptcy Code, as set forth in the Motion; and the Court having jurisdiction over the matters raised in the Motion pursuant to 28 U.S.C. § 1334; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(B) and that the Court may enter a final order consistent with Article III of the United States Constitution; and the Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that the relief requested in the Motion is in the best interests of the Debtors and their respective estates, creditors, and other parties in interest; and the Court having found that proper and adequate notice

² The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Core Scientific Mining LLC (6971); Core Scientific, Inc. (3837); Core Scientific Acquired Mining LLC (6074); Core Scientific Operating Company (5526); Radar Relay, Inc. (0496); Core Scientific Specialty Mining (Oklahoma) LLC (4327); American Property Acquisition, LLC (0825); Starboard Capital LLC (6677); RADAR LLC (5106); American Property Acquisitions I, LLC (9717); and American Property Acquisitions VII LLC (3198). The Debtors’ corporate headquarters is 210 Barton Springs Road, Suite 300, Austin, Texas 78704. The Debtors’ service address is 2407 S. Congress Ave, Suite E-101, Austin, TX 78704.

³ Capitalized terms used herein but not otherwise defined shall have the meanings ascribed to such terms in the Motion

of the Motion and hearing thereon has been given and that no other or further notice is necessary; and the Court having found that good and sufficient cause exists for the granting of the relief requested in the Motion after having given due deliberation upon the Motion and all of the proceedings had before the Court in connection with the Motion,

IT IS HEREBY ORDERED THAT:

1. The Maximum Disputed Amount for each CUD Claim is hereby established for each CUD Claimant as provided on the “Maximum Disputed Amount” column on Exhibit 1, Exhibit 2, Exhibit 3, and Exhibit 4 hereto, at an aggregate maximum Allowed amount of \$37,748,145 (the “**Maximum Disputed Amount**”) for Calculation Purposes and distribution.

2. The CUD Claims remain “Disputed” as defined in the Plan and shall remain so unless and until they are “Disallowed” or become “Allowed” as defined in the Plan.

3. Nothing in this Order shall prejudice the Debtors’ right to contest any CUD Claim.

4. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

5. Notwithstanding the relief granted herein and any actions taken hereunder, nothing contained in the Motion or this Order shall constitute, nor is it intended to constitute an implication or admission as to the validity or priority of any claim or lien against the Debtors, a waiver of the Debtors’, or any party in interest’s, rights to subsequently dispute such claim or lien, a promise or requirement to pay any prepetition claim, an implication or admission that any particular claim is of a type specified or defined in the Motion or any proposed order, a waiver of the Debtors’, or any other party in interest’s, rights under the Bankruptcy Code or any other

applicable law, or the assumption or adoption of any agreement, contract, or lease under section 365 of the Bankruptcy Code.

6. Notice of this Motion as provided therein shall be deemed good and sufficient notice and the applicable requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules are satisfied by such notice

7. The Court retains jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

Dated: _____, 2024
Houston, Texas

UNITED STATES BANKRUPTCY JUDGE

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Exhibit 1 - Litigation Claims

In re Core Scientific, Inc., *et al.*
Case No. 22-90341 (CML), Jointly Administered

COUNT	NAME	CLAIM NUMBER	TOTAL FILED CLAIM AMOUNT	POST-PETITION INTEREST ¹	MAXIMUM DISPUTED AMOUNT ¹
1.	Harlin Dean	364	\$8,000,000	\$508,584	\$8,508,584
	Total		\$8,000,000	\$508,584	\$8,508,584

¹ Includes Post-Petition Interest at the Federal Judgement Rate of 4.64% through 4/30/2024.

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Case No. 22-90341 (CML), Jointly Administered

COUNT	NAME	CLAIM NUMBER	TOTAL FILED CLAIM AMOUNT	POST-PETITION INTEREST ¹	MAXIMUM DISPUTED AMOUNT ¹
1.	GEM Mining 1, LLC	647	\$5,897,312	\$298,992	\$6,196,304
2.	GEM Mining 4, LLC	648	\$2,163,763	\$109,702	\$2,273,465
3.	Another Crypto	N/A	\$0	\$0	\$0
4.	Avnet, Inc.	N/A	\$0	\$0	\$0
5.	CrossCountry Consulting LLC	N/A	\$0	\$0	\$0
6.	Egencia LLC ²	N/A	\$0	\$0	\$0
7.	EMO North Customers Brokers Ltd	N/A	\$0	\$0	\$0
8.	Ernst & Young LLP	N/A	\$0	\$0	\$0
	Total		\$8,061,074	\$408,694	\$8,469,769

¹ Includes Post-Petition Interest at the Federal Judgement Rate of 4.64% through 1/23/2024.

² The Debtors submit that the 2018 Travel Services Agreement, by and between Core Scientific, Inc. and Egencia LLC., was terminated and replaced by the postpetition 2023 agreement and thus the 2018 agreement is not an Executory Contract subject to assumption or rejection pursuant to section 365 of the Bankruptcy Code. However, to the extent the Court determines that the 2018 agreement is an Executory Contract, the Debtors intend to reject it and thus have included it in the Schedule of Rejected Contracts out of an abundance of caution.

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Exhibit 3 - 510(b) Claims

In re Core Scientific, Inc., et al.
Case No. 22-90341 (CML), Jointly Administered

COUNT	NAME	CLAIM NUMBER	TOTAL FILED CLAIM AMOUNT	MAXIMUM CLAIM AMOUNT (AS OF PETITION DATE)	POST-PETITION INTEREST ¹	MAXIMUM DISPUTED AMOUNT ¹
1.	Mitchell Edwards ²	334	\$22,000,000	\$4,444,422	\$282,546	\$4,726,968
2.	Charles Basil ²	336	\$3,500,330	\$707,067	\$44,950	\$752,017
3.	FLORIDA SBA TTEE	384	\$395,715	\$395,715	\$25,157	\$420,871
4.	Christopher Elliott Scott	320	\$359,512	\$359,512	\$22,855	\$382,368
5.	Bay Colony Law Center LLC	241	\$151,474	\$151,474	\$9,630	\$161,104
6.	Ani Kamali	229	\$150,000	\$150,000	\$9,536	\$159,536
7.	Francois Emmanuel Veilleux	555	\$75,000	\$75,000	\$4,768	\$79,768
8.	Robert Joseph	351	\$39,390	\$39,390	\$2,504	\$41,894
9.	Marvin W. Meyer	249	\$22,118	\$22,118	\$1,406	\$23,524
10.	Jason Walters [Jason Walters IRA]	311	\$21,193	\$21,193	\$1,347	\$22,540
11.	Ann A. Meyer	248	\$16,044	\$16,044	\$1,020	\$17,064
12.	Ann A. Meyer	247	\$15,241	\$15,241	\$969	\$16,210
13.	Marvin W. Meyer	250	\$12,848	\$12,848	\$817	\$13,665
14.	Michael & Elizabeth Silbergleid TRS FBO Silverknight Group Inc 401k Roth Plan FBO Michael Silbergleid	81	\$7,963	\$7,963	\$506	\$8,470
15.	Chad Dickman	349	\$4,045	\$4,045	\$257	\$4,302
16.	Thrasivoulos Dimitriou	52	\$3,104	\$3,104	\$197	\$3,301
17.	Alexandra Seifert	431	\$2,482	\$2,482	\$158	\$2,640
18.	Carrington Lobban	54	\$1,093	\$1,093	\$69	\$1,162
19.	Cori Faerman	212	\$81	\$81	\$5	\$86
20.	Cori Faerman	211	\$38	\$38	\$2	\$40
21.	Michael & Elizabeth Silbergleid TRS FBO Silverknight Group Inc 401k Plan FBO Michael Silbergleid	82	\$27	\$27	\$2	\$29
	Total		\$26,777,698	\$6,428,856	\$408,702	\$6,837,559

¹ Includes Post-Petition Interest at the Federal Judgement Rate of 4.64% through 4/30/2024.² The Debtors intend to object this claim and believe such claim should be \$0.00. The amounts reserved for this claim represent the Debtors' estimate of the maximum amount of such claim if the Debtors' are unsuccessful in their objection.

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Case No. 22-90341 (CML), Jointly Administered

COUNT	NAME ⁴	CLAIM NUMBER	TOTAL FILED CLAIM AMOUNT	POST-PETITION INTEREST ¹	MAXIMUM DISPUTED AMOUNT ¹
1.	Oklahoma Gas and Electric Company ⁵	34	\$8,026,733	\$510,284	\$8,537,017
2.	Kentucky Department of Revenue ³	176	\$4,021,412	\$62,154	\$1,039,840
3.	GEM Mining 2, LLC	570	\$2,862,275	\$181,964	\$3,044,238
4.	GEM Mining 1, LLC	617	\$560,254	\$35,617	\$595,871
5.	GEM Mining 4, LLC	572	\$403,278	\$25,638	\$428,916
6.	GEM Mining 2 B, LLC	571	\$269,236	\$17,116	\$286,352
7.	Foundry Digital LLC [DCG Foundry LLC] ²	393	\$0	\$0	\$0
8.	Foundry Digital LLC [DCG Foundry LLC] ²	394	\$0	\$0	\$0
9.	Arch Insurance Company ²	484	\$0	\$0	\$0
	Total		\$16,143,187	\$832,773	\$13,932,233

¹ Includes Post-Petition Interest at the Federal Judgement Rate of 4.64% through 4/30/2024.² Unliquidated Claim³ Priority Tax Claim. To the extent such Claim is allowed, such Claim will be paid in cash and not New Common Interests. Asserted Priority portions of claimed amount have been removed.⁴ Certain current and former members of the Debtors' management and board of directors filed contingent and unliquidated indemnification claims against the Debtors at Proof of Claim Nos. 365, 368, 376, 369, 395, 406, 507, 509, 511, 512, and 515. The Maximum Disputed Amount for such claims will be established at \$0.⁵ The Company expects this claim to be settled for an amount less than the amount indicated under the column "Maximum Disputed Amount" and intends to file a motion seeking Court approval of such settlement. If such claim settlement is approved by the Court, such claimholder will receive its distribution on account of its claim on or about the Effective Date, pursuant to the Plan and the terms of such settlement. To the extent such settlement is not approved by the Court, the Debtors shall reserve for issuance, or be deemed to have issued, shares for such claim in an amount equal to the Maximum Disputed Amount.

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Case No. 22-90341 (CML), Jointly Administered

COUNT	NAME ³	CLAIM NUMBER	PRE-PETITION CLAIM AMOUNT	POST-PETITION INTEREST ¹	TOTAL FILED CLAIM AMOUNT PLUS POST-PETITION INTEREST ¹
1.	BRF Finance Co., LLC	328	N/A	N/A	\$39,203,161 ⁴
2.	MP2 Energy Texas, LLC d/b/a Shell Energy Solutions	372	N/A	N/A	\$12,321,507 ⁴
3.	Sphere 3D Corp. ⁵	358	N/A	N/A	\$10,000,000
4.	B. Riley Commercial Capital, LLC	327	N/A	N/A	\$9,800,790 ⁴
5.	Foundry Digital LLC [DCG Foundry LLC]	360, 361	N/A	N/A	\$5,500,000 ³
6.	Duke Energy Carolinas, LLC	27	N/A	N/A	\$4,340,116 ⁴
7.	Cooley LLP	40	N/A	N/A	\$3,113,470 ⁴
8.	LML Services, LLC dba FlowTx	29	N/A	N/A	\$1,318,934 ⁴
9.	XPDI Sponsor, LLC	391	\$1,055,476	\$53,512	\$1,108,989
10.	Moss Adams LLP	28	\$669,689	\$33,953	\$703,642
11.	Convergent Technologies LLC	479	\$460,000	\$24,227	\$502,077
12.	Jonathan Barrett	448	\$425,000	\$21,547	\$446,547
13.	AAF International	493	\$266,468	\$13,510	\$279,978
14.	Novo Construction, Inc.	209	\$259,981	\$13,181	\$273,162
15.	ComNet Communications LLC	139	\$247,937	\$12,570	\$260,508
16.	Quinn Emanuel Urquhart & Sullivan LLP	244	N/A	N/A	\$300,507 ⁴
17.	Trinity Mining Group, Inc.	411	N/A	N/A	\$261,513 ⁴
18.	Consilio LLC	228	N/A	N/A	\$199,615 ⁴
19.	M. Arthur Gensler Jr. & Associates, Inc. a.k.a. Gensler	486	\$104,110	\$35,989	\$140,099
20.	Marnoy Interests, Ltd d/b/a OP	419	\$97,274	\$4,932	\$102,206
21.	Bergstrom Electric	02424068	\$89,929	\$4,559	\$94,489
22.	Onyx Contractors Operations, LP	134	\$82,945	\$4,205	\$87,150
23.	Delcom, Inc.	422	\$81,630	\$4,139	\$85,769
24.	McDermott Will & Emery LLP	66	\$54,834	\$2,780	\$57,614
25.	Hutchison & Steffen, PLLC	309	\$48,772	\$2,473	\$51,245
26.	Morgan, Lewis & Bockius LLP	599	\$35,580	\$1,804	\$37,384
27.	Fishman Stewart PLLC	266	\$35,200	\$1,785	\$36,985
28.	Eaton Corporation	332	\$32,680	\$1,657	\$34,337
29.	Carey Olsen Cayman Limited [CO Services Cayman Limited]	58	\$32,638	\$1,655	\$34,292
30.	Lattice	02424025	\$16,053	\$814	\$16,866
31.	TY Properties	02424119	\$15,610	\$791	\$16,402
32.	Averitt Express	16	\$15,057	\$763	\$15,820
33.	Truckload Connections	15	\$14,873	\$754	\$15,627
34.	Gravity Oilfield Services LLC	32	\$13,440	\$681	\$14,122
35.	GreatAmerica Financial Services Corporation [GreatAmerica Leasing Corporation]	14	\$12,668	\$642	\$13,310
36.	Lake Effect Traffic LLC	02424080	\$12,090	\$613	\$12,703
37.	Apex Logistics International Inc.	02424030	\$12,010	\$609	\$12,619
38.	Felker Construction Company Inc	264	\$11,933	\$605	\$12,538
39.	ORGDEV Limited	95	\$10,000	\$507	\$10,507
40.	CRG Financial LLC (As Assignee of Ricks Rental Equipment)	485	\$9,847	\$499	\$10,346
41.	Uline	2	\$9,282	\$471	\$9,753
42.	Proctor Management ⁶	02424107	\$9,000	\$456	\$9,456
43.	BitAlpha, Inc. [Bitwave]	631	\$8,750	\$444	\$9,194
44.	Shermco Industries, Inc	02424046	\$8,154	\$413	\$8,568
45.	American Security and Protection Service LLC	02424092	\$8,071	\$409	\$8,480
46.	EvoTek	02424037	\$7,969	\$404	\$8,373
47.	Greyline Partners, LLC [IQ-EQ]	25	\$6,000	\$304	\$6,304
48.	Dallas County	26	\$5,021	\$255	\$5,275
49.	Donnelley Financial Solutions	02424043	\$4,894	\$248	\$5,142
50.	American Paper & Twine Co	33	\$4,779	\$242	\$5,022
51.	Amazon Capital Services, Inc.	441	\$4,621	\$234	\$4,855
52.	M & S Patterson, Inc	10	\$4,610	\$234	\$4,844
53.	Regulatory DataCorp, Inc.	217	\$4,323	\$219	\$4,542
54.	A to Z Pest Control & Services	38	\$3,530	\$179	\$3,709
55.	Calvert City Municipal Water and Sewer	272	\$3,529	\$179	\$3,708
56.	Bitwave	02424105	\$3,500	\$177	\$3,677
57.	Data Sales Co Inc	02424042	\$3,064	\$155	\$3,219
58.	Logix Fiber Networks	20	\$2,984	\$151	\$3,135
59.	Jackson Purchase Energy Corporation	02424085	\$2,437	\$124	\$2,561
60.	Lone Star Corporation	24	\$2,158	\$109	\$2,267
61.	Tangent Energy Solutions Inc	02424067	\$2,000	\$101	\$2,101
62.	Microsoft Corporation	339	\$1,699	\$86	\$1,785
63.	Grubhub Holdings Inc	02424097	\$1,591	\$81	\$1,671
64.	Grand Forks Utility Billing	02424051	\$1,530	\$78	\$1,608
65.	Northern States Power Minnesota dba Xcel Energy	6	\$1,177	\$60	\$1,237
66.	AT&T	02424135	\$1,139	\$58	\$1,197
67.	Optilink	02424095	\$1,058	\$54	\$1,112

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Case No. 22-90341 (CML), Jointly Administered

COUNT	NAME ³	CLAIM NUMBER	PRE-PETITION CLAIM AMOUNT	POST-PETITION INTEREST ¹	TOTAL FILED CLAIM AMOUNT PLUS POST-PETITION INTEREST ¹
68.	FedEx	02424127	\$797	\$40	\$837
69.	Dockery Auto Parts	02424074	\$758	\$38	\$796
70.	Prime Mowing and Property Management LLC	02424117	\$750	\$38	\$788
71.	Cherokee Rental, Inc.	35	\$722	\$37	\$758
72.	Level 3 Communications LLC	02424063	\$701	\$36	\$737
73.	Kesco Air Inc	02424104	\$680	\$34	\$714
74.	Salary.com LLC	02424057	\$631	\$32	\$663
75.	Water Works C&R, LLC	02424069	\$592	\$30	\$622
76.	Countrywide Sanitation Co	02424137	\$577	\$29	\$606
77.	Murphy & Grantland, P.A.	17	\$480	\$24	\$504
78.	Rhode Island Division of Taxation	627	\$403	\$20	\$423
79.	C.H. Robinson Worldwide, Inc.	113	\$398	\$20	\$418
80.	Carpet Capital Multi-System Inc	02424077	\$395	\$20	\$415
81.	Bearden Industrial Supply	02424109	\$354	\$18	\$372
82.	Eagle Promotions	02424076	\$295	\$15	\$310
83.	Austin Professional Cleaning Services, LLC	02424126	\$261	\$13	\$274
84.	Waterlogic Americas LLC	02424138	\$210	\$11	\$220
85.	Commercial Plumbers Supply	02424108	\$203	\$10	\$213
86.	Carpet Capital Fire Protection Inc	02424094	\$200	\$10	\$210
87.	Mountain Top Ice	02424083	\$184	\$9	\$193
88.	Mobile Modular Portable Storage	02424114	\$135	\$7	\$142
89.	Pye-Barker Fire and Safety LLC	02424082	\$118	\$6	\$124
90.	Frontline Shredding Inc	614	\$100	\$5	\$105
91.	Nebraska Department of Labor	22	\$95	\$5	\$100
92.	EPB of Chattanooga	02424130	\$92	\$5	\$96
93.	Lisa Ragan Customs Brokerage	02424139	\$90	\$5	\$95
94.	IBM Office Solutions	02424115	\$78	\$4	\$82
95.	Marble Community Water System	02424136	\$63	\$3	\$66
96.	Interstate Welding and Steel Supply	02424102	\$57	\$3	\$60
97.	Alpha Waste Disposal Inc	02424129	\$56	\$3	\$59
98.	State of Tennessee Department of Revenue	02424153	\$22	\$1	\$23
99.	Financial Accounting Standards Board/Governmental Accounting Standards Board	02424120	\$9	\$0	\$9
Total			\$4,351,098	\$252,215	\$90,980,775

¹ The amounts appearing in this column represent Post-Petition Interest at the Federal Judgement Rate of 4.64% through 1/23/2024.² Does not include (i) Miner Equipment Lender Deficiency Claims, which may be found on Exhibit J to the Plan or (ii) Claims related to executory contracts that the Debtors intend to assume pursuant to the Plan or otherwise settled.³ This amount reflects the agreed amount of the Allowed General Unsecured Claim based on a settlement in principle between Foundry Digital LLC and the Debtors, and not the total filed claim amount, which is in the amount of not less than \$18,404,990.08 plus interest.⁴ The Allowed General Unsecured Claims for each of these claims are part of the global mediated settlement (the "Mediated Settlement") between the Debtors, the Official Committee of Unsecured Creditors and its members, B. Riley, the Ad Hoc Noteholder Group, and the Official Committee of Equity Holders and its members. The Mediated Settlement resolved, among other issues, the applicable claim amounts for these holders and is subject to the occurrence of the Effective Date.⁵ This amount reflects the agreed amount of the Allowed General Unsecured Claim based on a settlement in principle between Sphere 3D Corp. and the Debtors and not the total filed claim amount.⁶ Plan to allow Pre-Petition invoices under future Rejection Damages claim.